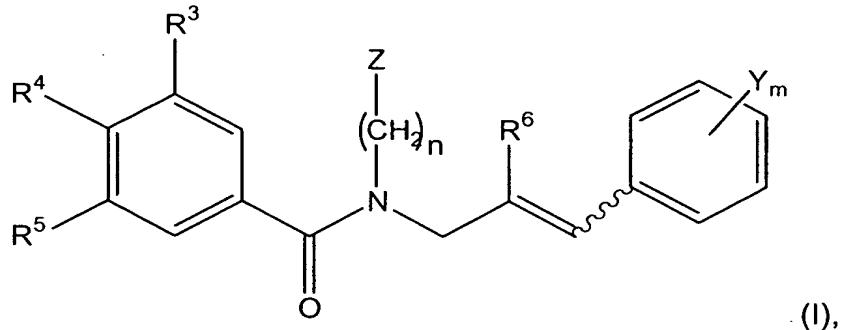


WHAT IS CLAIMED IS:

1. A modulator of the structure (I), or a salt thereof:



where m is an integer from 1 to 5;

each Y is independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -OH, -OR', -C(O)R', -CO₂R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO₂R', -SO₂NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)₂R'', -NR'SO₂R', -NR'(CO)NR'R'', unsubstituted or substituted C₁₋₈ alkyl, unsubstituted or substituted C₂₋₈ alkenyl, unsubstituted or substituted C₂₋₈ alkynyl, unsubstituted or substituted C₃₋₈ cycloalkyl, unsubstituted or substituted C₆₋₁₀ aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl;

where each R', R'' and R''' are independently hydrogen, halogen, unsubstituted or substituted C₁₋₈ alkyl, unsubstituted or substituted C₆₋₁₀ aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl;

n is 0, 1, 2 or 3;

Z is -CHR¹R²-, -OR¹, or -NR¹R²;

R¹ and R² are each independently substituted or unsubstituted alkyl or hydrogen, or Z in combination with R¹ and R² form a substituted

or unsubstituted 5- to 8-membered ring comprising at least one nitrogen and 0 to 3 additional heteroatoms;

R⁶ is alkyl, hydrogen, or halogen; and

R³, R⁴, and R⁵ are each independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -OH, -OR', -C(O)R', -CO₂R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO₂R', -SO₂NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)₂R'', -NR'SO₂R'', -NR'(CO)NR'R'', unsubstituted or substituted C₁₋₈ alkyl, unsubstituted or substituted C₂₋₈ alkenyl, unsubstituted or substituted C₂₋₈ alkynyl, unsubstituted or substituted C₃₋₈ cycloalkyl, unsubstituted or substituted C₆₋₁₀ aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl, or where any two of R³, R⁴ or R⁵ together with the atoms which they substituted form a substituted or unsubstituted 3- to 10-membered heterocyclyl.

2. The modulator of claim 1, where R⁶ is hydrogen.
3. The modulator of claim 1, where R⁶ is substituted or unsubstituted C₁₋₈ alkyl.
4. The modulator of claim 1, where R⁶ is halogen.
5. The modulator of claim 1, where R³, R⁴, and R⁵ are each independently selected from the group consisting of hydrogen, -OR', and substituted or unsubstituted C₁₋₈ alkyl.
6. The modulator of claim 1, where R³, R⁴, and R⁵ are each independently selected from the group consisting of -OR' and hydrogen.
7. The modulator of claim 1, where R³, R⁴, and R⁵ are each -OR', where R' is substituted C₁₋₈ alkyl.
8. The modulator of claim 1, where R⁴ and R⁵ together with the atom which they substitute form substituted or unsubstituted 5- to 6-membered heterocyclyl containing 1 to 2 oxygen atoms.
9. The modulator of claim 1, where Z is CHR¹R² and where R¹ and R² together with Z form C₃₋₁₀ cycloalkyl with 0 to 3 substituents

selected from the group consisting of halogen, -CN, -NO₂, -OH, -OR', -C(O)R', -CO₂R', -O(CO)R', -C(O)NR'R'', -OC(O)NRR'', -SR', -SOR', -SO₂R', -SO₂NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)₂R', -NR'SO₂R'', -NR'(CO)NRR'', unsubstituted or substituted C₁₋₈ alkyl, unsubstituted or substituted C₂₋₈ alkenyl, unsubstituted or substituted C₂₋₈ alkynyl, unsubstituted or substituted C₃₋₈ cycloalkyl, unsubstituted or substituted C₆₋₁₀ aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

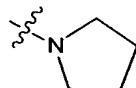
10. The modulator of claim 1, where R¹ and R² together with Z form a 3- to 10-membered heterocyclyl with 0 to 3 substituents selected from the group consisting of halogen, -OR, substituted or unsubstituted C₁₋₈ alkyl, substituted or unsubstituted C₁₋₈ alkenyl, substituted or unsubstituted C₁₋₈ alkynyl, substituted or unsubstituted C₆₋₁₀ aryl, substituted or unsubstituted 5- to 10-membered heteroaryl.

11. The modulator of claim 1, where Z is -CHR¹R²-.

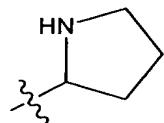
12. The modulator of claim 1, where Z is -N R¹R²-.

13. The modulator of claim 1, where Z in combination with R¹ and R² is selected from the group consisting of substituted or unsubstituted morpholinyl, substituted or unsubstituted pyrrolidinyl, substituted or unsubstituted piperidinyl, and substituted or unsubstituted piperazinyl.

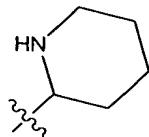
14. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



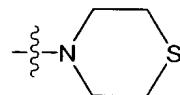
15. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



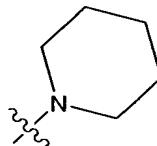
16. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



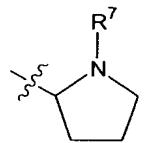
17. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



18. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



19. The modulator of claim 16, where Z is a substituted or unsubstituted group of the formula:



where R⁷ is selected from the group consisting of hydrogen, -C(O)R', -CO₂R', -C(O)NR'R'', -SO₂R', unsubstituted or substituted C₁₋₁₀ alkyl, unsubstituted or substituted C₁₋₈ alkoxy, unsubstituted or substituted C₂₋₁₀ alkenyl, unsubstituted or substituted C₂₋₁₀ alkynyl, unsubstituted or substituted C₃₋₁₀ cycloalkyl, unsubstituted or substituted C₆₋₁₀ aryl, C₆₋₁₀ aryloxy unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

20. The modulator of claim 1, where R⁷ is substituted or unsubstituted C₁₋₁₀ alkyl, substituted or unsubstituted C₁₋₁₀ alkoxy, substituted or unsubstituted aryloxy, or substituted or unsubstituted C₃₋₁₀ cycloalkyl.

21. The modulator of claim 1, where n is 1, 2, or 3.

22. The modulator of claim 1, where m is 1 or 2, and each Y is a halogen.

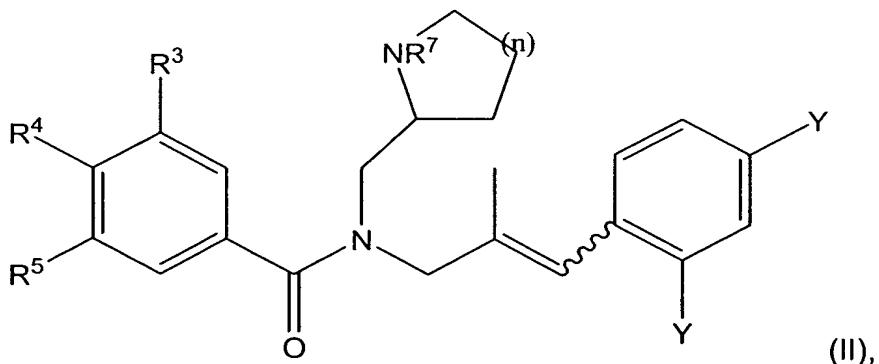
23. The modulator of claim 1, where m is 0.

24. The modulator of claim 1, where substituted alkyl, substituted alkenyl, substituted alkynyl and substituted cycloalkyl can each independently be substituted 1 to 3 times with halogen, -OR', -NR'R'', -SR', -SiR'R''R''', -OC(O)R', -C(O)R', -CO₂R', -CONR'R'', -OC(O)NR'R'', -NR''C(O)R', -NR'-C(O)NR''R''', -NR''C(O)₂R', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR'S(O)₂R'', -CN, oxo (=O or -O-) or -NO₂, where R', R'' and R''' each independently hydrogen, halogen, unsubstituted C₁₋₈ alkyl, unsubstituted C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted or C₂₋₈ alkynyl, unsubstituted aryl, unsubstituted heteroaryl, unsubstituted or substituted heterocyclyl.

25. The modulator of claim 1, where substituted aryl and substituted heteroaryl can each independently be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO₂, -CO₂R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)₂R', -NR'-C(O)NR''R''', -NH-C(NH₂)=NH, -NR'C(NH₂)=NH, -NH-C(NH₂)=NR', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR'S(O)₂R'' and -N₃, where R', R'' and R''' each independently hydrogen, halogen, unsubstituted C₁₋₈ alkyl, unsubstituted C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted C₂₋₈ alkynyl, unsubstituted or substituted aryl, unsubstituted heteroaryl, unsubstituted heterocyclyl.

26. The modulator of claim 1, where substituted heterocyclyl can be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO₂, -OC(O)NR'R'', -NR"C(O)R', -NR"C(O)₂R', -NR'-C(O)NR''', -NH-C(NH₂)=NH, -NR'C(NH₂)=NH, -NH-C(NH₂)=NR', -S(O)R', -S(O)₂NR'R'', -NR'S(O)₂R'' and -N₃, where R', R'' and R''' each independently hydrogen, halogen, unsubstituted C₁₋₈ alkyl, unsubstituted or C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted C₂₋₈ alkynyl, unsubstituted aryl, unsubstituted heteroaryl, unsubstituted heterocyclyl.

27. A modulator having the structure (II):



where n=0-4

where each Y is independently hydrogen or halogen;

R³, R⁴, and R⁵ are each independently R³, R⁴, and R⁵ are each

independently selected from the group consisting of hydrogen, halogen, and -OR';

or any two of R³, R⁴, and R⁵, together with the atoms which they substituted, form unsubstituted or substituted 3- to 10-membered heterocyclyl; and

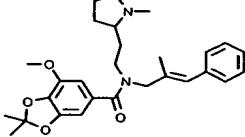
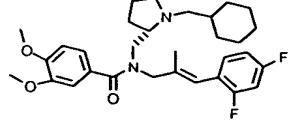
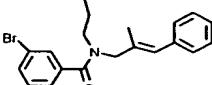
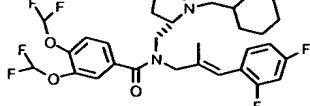
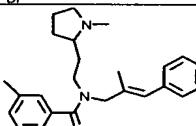
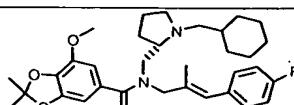
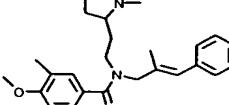
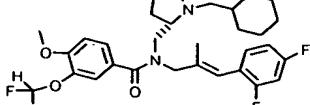
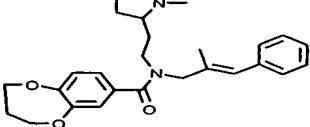
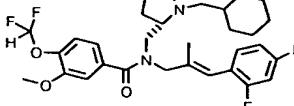
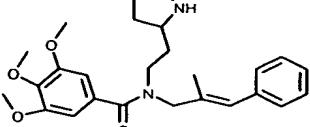
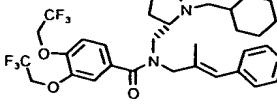
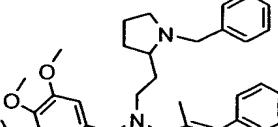
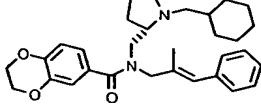
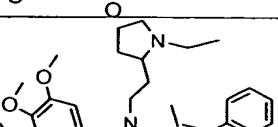
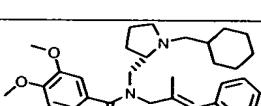
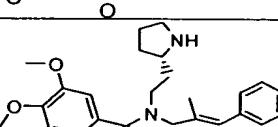
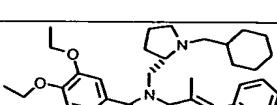
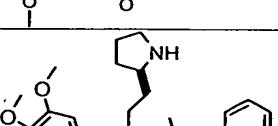
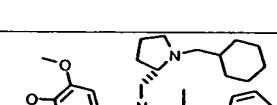
R^7 is selected from the group consisting of hydrogen, -
 $C(O)R'$, $-CO_2R'$, $-C(O)NR'R''$, $-SO_2R'$, unsubstituted or substituted C_{1-8} alkyl
 (optionally C_{1-8} alkoxyalkyloxy, $CH_2CH_2OCH_2CH_2OMe$)alkyl,
 unsubstituted or substituted C_{2-8} alkenyl, unsubstituted or substituted C_{2-8}
 alkynyl, unsubstituted or substituted C_{3-8} cycloalkyl, unsubstituted or
 substituted C_{6-10} aryl, unsubstituted or substituted 5- to 10-membered
 heteroaryl, and unsubstituted or substituted 3- to 10-membered
 heterocyclyl.

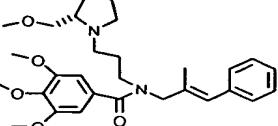
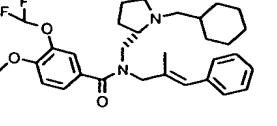
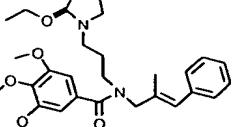
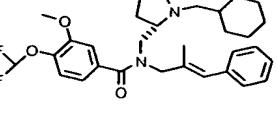
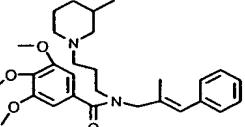
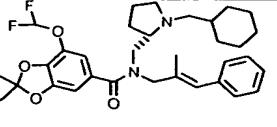
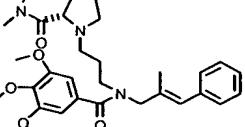
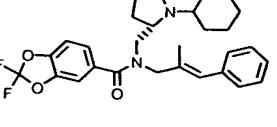
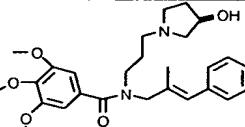
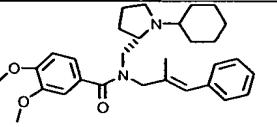
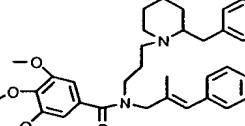
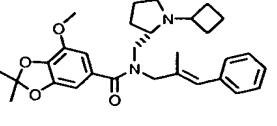
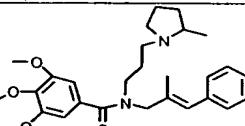
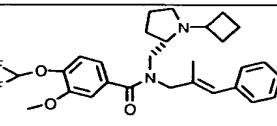
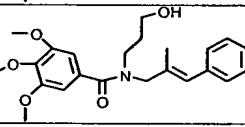
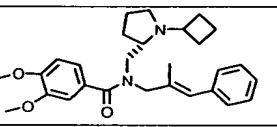
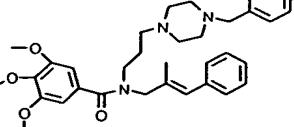
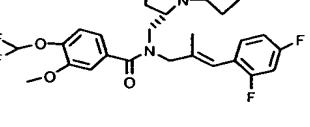
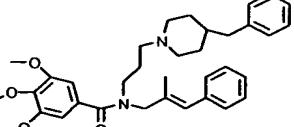
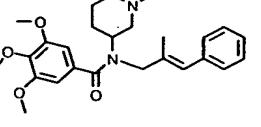
28. The modulator of claim 27, where R^7 is C_{1-8} alkoxyalkyloxy.

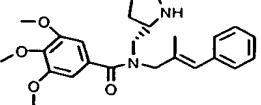
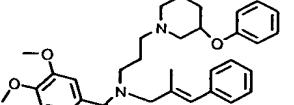
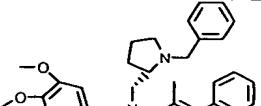
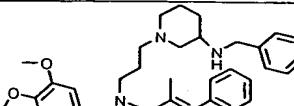
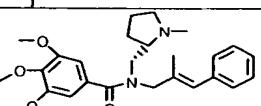
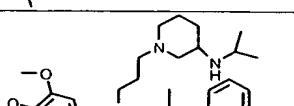
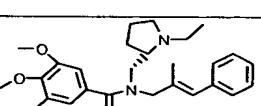
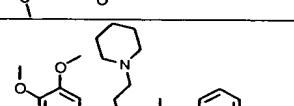
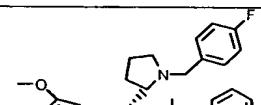
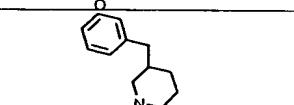
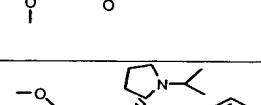
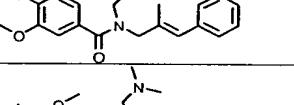
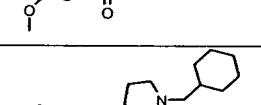
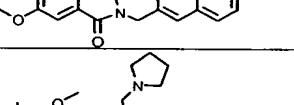
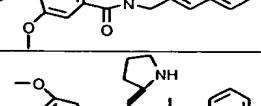
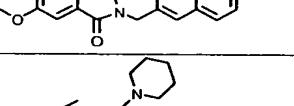
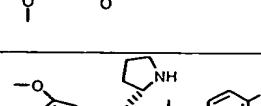
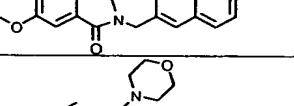
29. The modulator of claim 27, where n is 1.

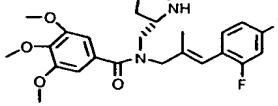
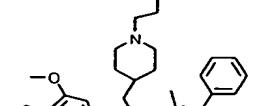
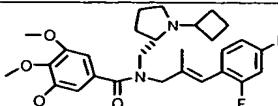
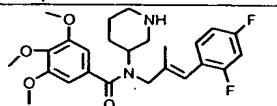
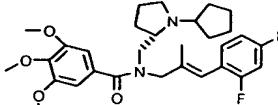
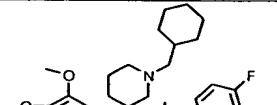
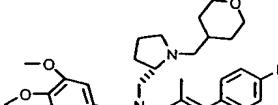
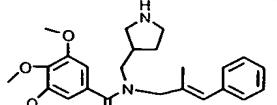
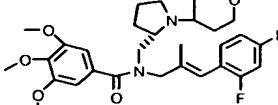
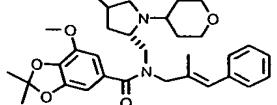
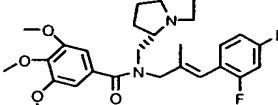
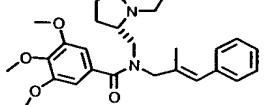
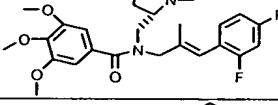
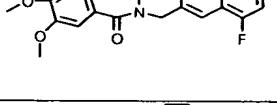
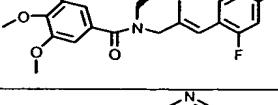
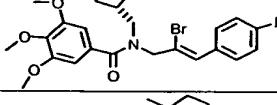
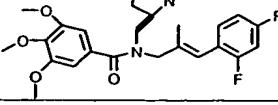
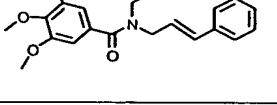
30. A modulator comprising one of the following formulae:

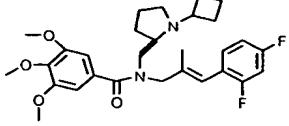
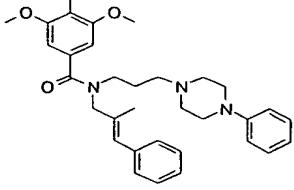
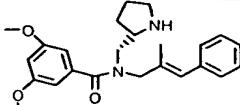
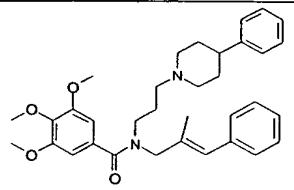
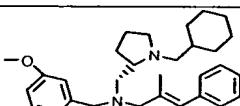
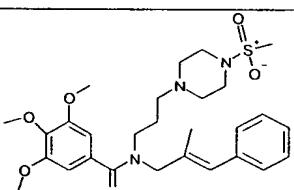
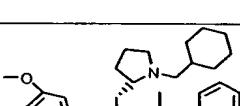
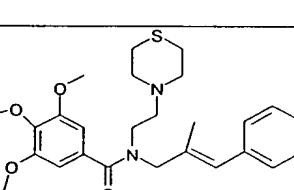
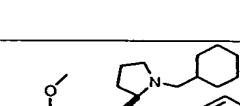
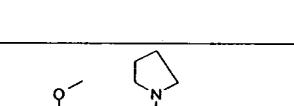
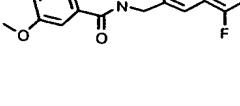
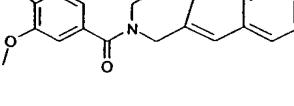
1		51	
2		52	
3		53	
4		54	
5		55	
6		56	

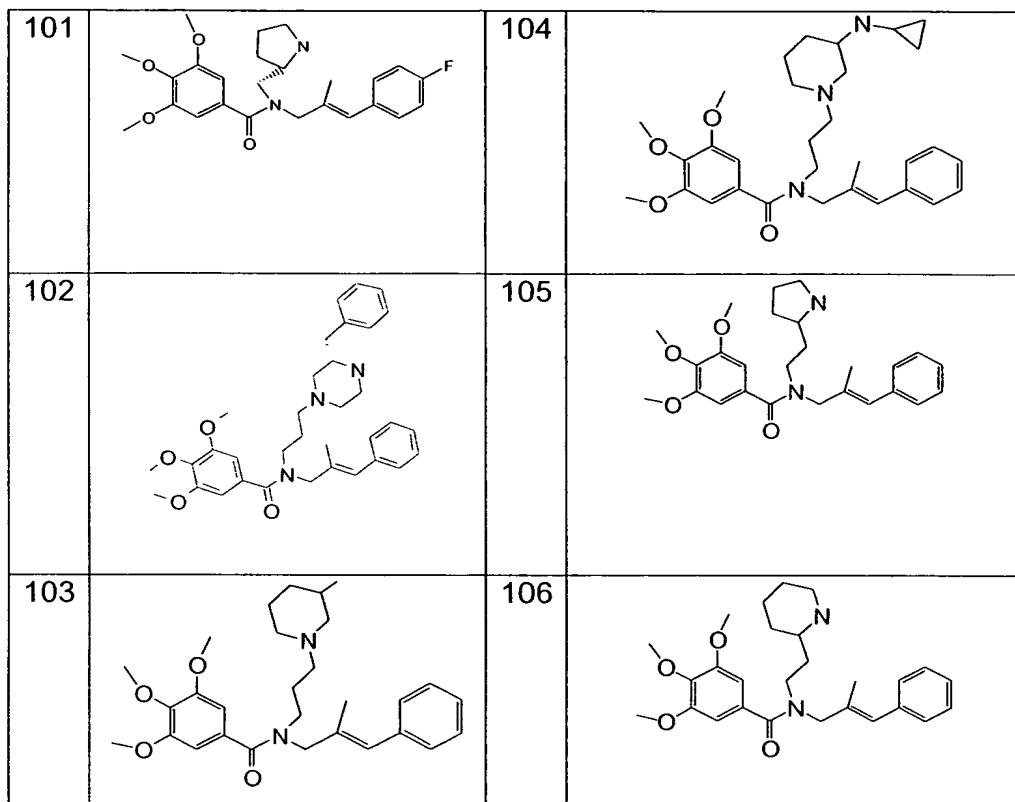
7		57	
8		58	
9		59	
10		60	
11		61	
12		62	
13		63	
14		64	
15		65	
16		66	

17		67	
18		68	
19		69	
20		70	
21		71	
22		72	
23		73	
24		74	
25		75	
26		76	

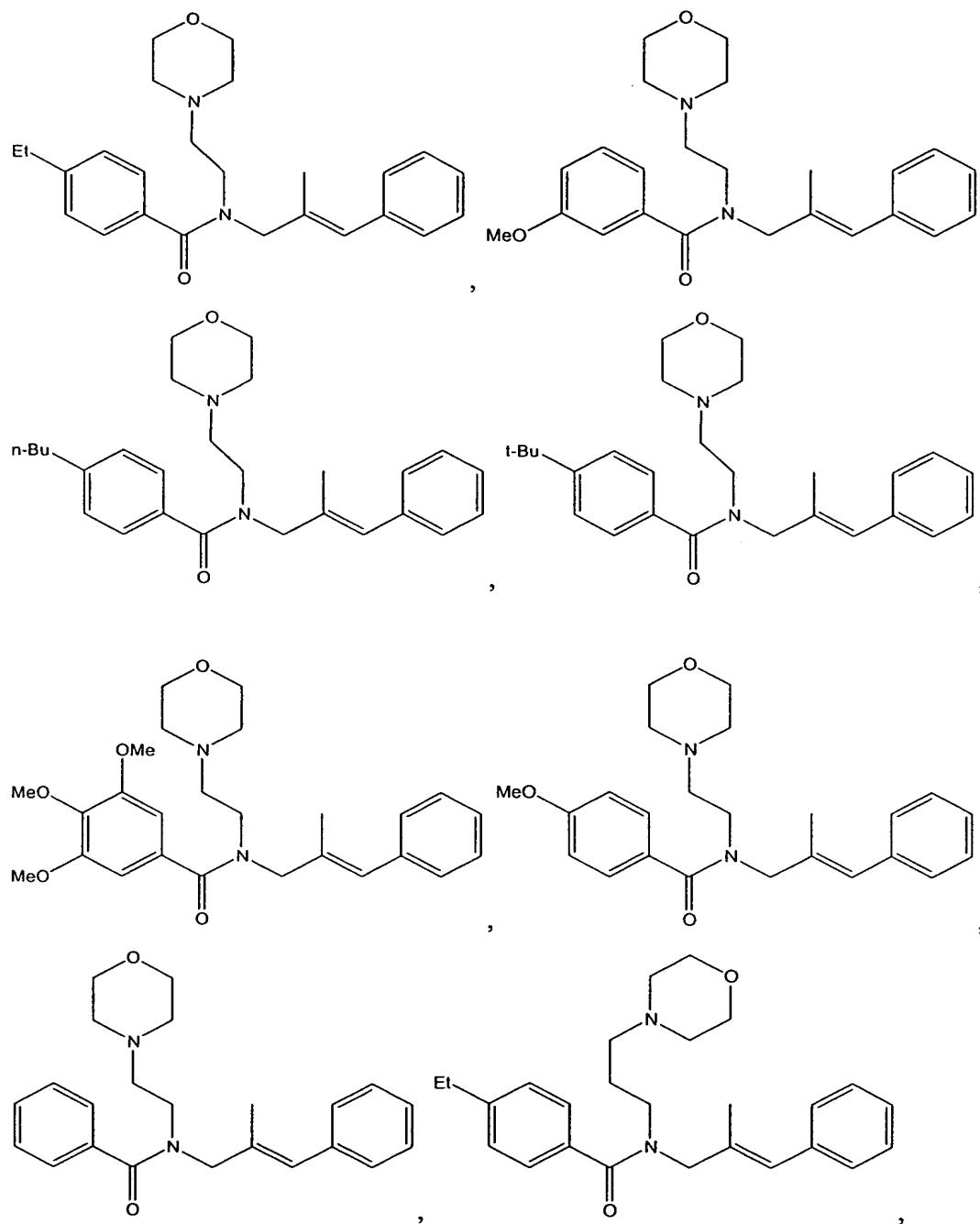
27		77	
28		78	
29		79	
30		80	
31		81	
32		82	
33		83	
34		84	
35		85	

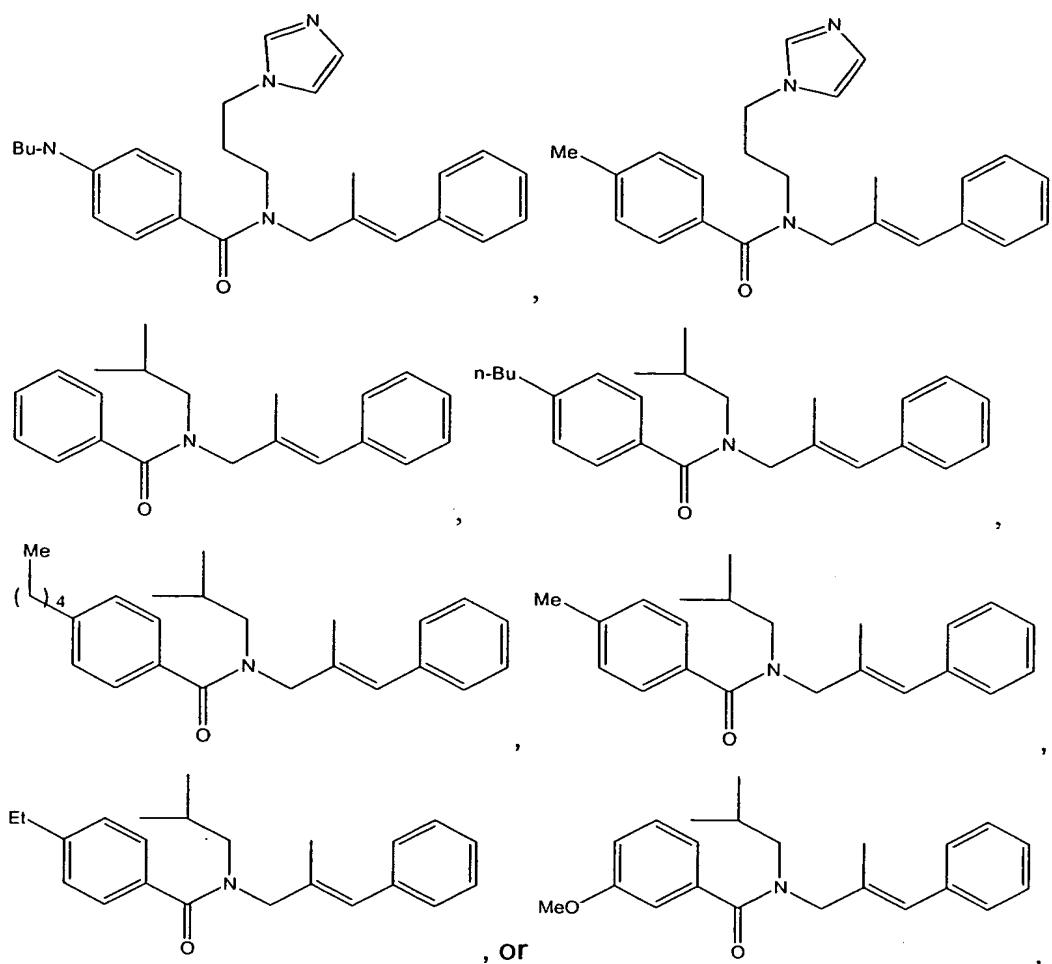
36		86	
37		87	
38		88	
39		89	
40		90	
41		91	
42		92	
43		93	
44		94	

45		95	
46		96	
47		97	
48		98	
49		99	
50		100	



31. A pharmaceutical composition comprising the modulator of claim 1 and a pharmaceutically acceptable carrier.
32. A pharmaceutical composition comprising the modulator of claim 27 and a pharmaceutically acceptable carrier.
33. A pharmaceutical composition comprising the modulator of claim 2830 and a pharmaceutically acceptable carrier.
34. A pharmaceutical composition comprising a compound of the formulae:





and a pharmaceutically acceptable carrier.

35. A method of inhibiting the binding of chemokines I-TAC and/or SDF-1 to a CCXCKR2 receptor, comprising contacting the composition of claim 3234 with a cell that expresses the CCXCKR2 receptor for a time sufficient to inhibit the binding of the chemokines to the CCXCKR2 receptor.

36. A method of inhibiting the binding of chemokines I-TAC and/or SDF-1 to a CCXCKR2 receptor, comprising contacting the modulator of claim 1 with a cell that expresses the CCXCKR2 receptor for a time sufficient to inhibit the binding of the chemokines to the CCXCKR2 receptor.

37. A method of treating cancer, comprising administering a therapeutically effective amount of the composition of claim 3234 to a cancer patient for a time sufficient to treat the cancer.
38. A method of treating cancer, comprising administering a therapeutically effective amount of the modulator of claim 1 to a cancer patient for a time sufficient to treat the cancer.